

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF WISCONSIN, GREEN BAY DIVISION

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APPLETON PAPERS INC. and NCR  
CORPORATION,

Plaintiffs,

Case No. 08-CV-00016-WCG

v.

GEORGE A. WHITING PAPER  
COMPANY, et al.,

Defendants.

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**DEFENDANT U.S. PAPER MILLS CORPORATION'S ANSWER TO  
EIGHTH AMENDED COMPLAINT OF APPLETON PAPERS INC.**

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Defendant U.S. Paper Mills Corporation ("USP"), by its counsel, answers the Eighth Amended Complaint of Plaintiff Appleton Papers Inc. ("API") as follows:

USP incorporates by reference its answers, responses and affirmative defenses to the Seventh Amended Complaint and answers API's additional claim for relief as follows:

**THIRD CLAIM**

1. USP lacks sufficient knowledge and information to form a belief as to the truth or falsity of the allegations in paragraph 1 of the Eighth Amended Complaint.

2. USP lacks sufficient knowledge and information to form a belief as to the truth or falsity of the allegations in paragraph 2 of the Eighth Amended Complaint.

3. USP lacks sufficient knowledge and information to form a belief as to the truth or falsity of the allegations in paragraph 3 of the Eighth Amended Complaint.

4. Admits.

5. Admits that U.S. EPA claimed that API is liable under CERCLA as successor to one or more predecessors that qualified as covered persons under CERCLA

§ 107, but denies that is the only reason the U.S. EPA claimed API is liable under CERCLA.

6. Admits that API objected to the 106 Order and claimed that it was not liable under CERCLA, lacks sufficient knowledge or information to form a belief as to the truth or falsity of the remaining allegations in paragraph 6 of API's Eighth Amended Complaint.

7. USP lacks sufficient knowledge or information to form a belief as to the truth or falsity of the allegations in paragraph 7 of API's Eighth Amended Complaint.

8. Admit NCR and API spent large sums of money with respect to the Lower Fox River but lack sufficient knowledge concerning the remaining allegations in paragraph 8 of API's Eighth Amended Complaint.

9. Admits.

10. Admits.

11. Admits.

12. Admits.

13. USP lacks sufficient knowledge or information to form a belief as to the truth or falsity of the allegations in paragraph 13 of API's Eighth Amended Complaint.

14. USP denies that NCR has any right of recovery against USP or the other Defendants and therefore denies that API has or will have any subrogation claim to assert. USP lacks sufficient knowledge or information to form a belief as to the truth or falsity of any remaining allegations in paragraph 14 of API's Eighth Amended Complaint.

15. Denies.

16. Denies that API has subrogation rights or any other viable pending claims against USP in this action or the Enforcement Action.

## **ADDITIONAL AFFIRMATIVE DEFENSES AS TO THIRD CLAIM**

### **FIRST AFFIRMATIVE DEFENSE**

API's Third Claim fails to state a claim on which relief can be granted against USP.

### **SECOND AFFIRMATIVE DEFENSE**

API's Third Claim is conditioned on an NCR recovery from USP or other Defendants. Because NCR has been adjudged not to be entitled to recovery from USP or the other Defendants, API's claim fails.

WHEREFORE, Defendant U.S. Paper Mills Corp. demands judgment against Appleton Papers Inc. dismissing its claims against U.S. Paper on the merits, together with its costs and disbursements and such other relief that the Court deems just, equitable and proper.

Dated this 19th day of October, 2012.

s/Steven P. Bogart  
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